

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court ("Bankruptcy Court")
District of Delaware
824 Market Street, Room 525
Wilmington, DE 19801
Attention: Clerk

AND TO: W.R. Grace & Co. – CONN., et al. ("Debtor")
Case No. 01-01139

LONGACRE OPPORTUNITY OFFSHORE FUND, LTD., (as assignee of *CC Wagner & Co.*) its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

Avenue TC Fund, L.P.
399 Park Avenue, 6th Fl.
New York, NY 10022
Attn: David S. Leinwand, SVP
Tel.: 212-850-7524

its successors and assigns ("Buyer"), all rights, title and interest in and to the claims of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of not less than \$6,621.49 ("Claims") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor. A list of the Claims and corresponding creditors are set forth on Exhibit A annexed hereto.

Seller hereby waives any objection to the transfer of the Claims to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claims and recognizing the Buyer as the sole owner and holder of the Claims.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect to the Claims to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated October 6, 2011.

AVENUE TC FUND, L.P.

By: 

Name: David S. Leinwand

Title: Senior Vice President

LONGACRE OPPORTUNITY OFFSHORE FUND, LTD.

By: 

Name: Vladimir Jelisavcic

Title: Director